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GEORGE N LINDSAY
ROSWELL B PERKINS
ROBERT B VON MEHREN
MICHAEL HARPER GOFF
WILLIAM B MATTESON
BARRY R BRYAN
RICHARD D KAHN
ASA ROUNTREE
GEORGE B ADAMS
ROBERT J GENIESSE
ANDREW C HARTZELL JR
PHILIP S WINTERER
LOUIS BEGLEY
GUY PASCHAL
DAVID V SMALLEY
CECIL WRAY, JR
JAMES C GOODALE
JUDAH BEST
JOHN F JOHNSTON 2ND
ROBERT L KING
BEVIS LONGSTRETH
MEREDITH M BROWN
BRUCE D HAIMS
STANDISH FORDE MEDINA, JR
EDWARD A PERELL
THEODORE A KURZ
HUGH ROWLAND JR
ROBERT J GIBBONS
BARBARA PAUL ROBINSON
JONATHAN A SMALL
VINCENT M SMITH
PAUL H WILSON, JR
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ROBERT R BRUCE
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MARTIN FREDERIC EVANS
STEVEN R GROSS
ROGER E PODESTA
MARIO L BAEZA
WOODROW W CAMPBELL JR
MARCUS H STROCK
RALPH R ARDITI
DAVID A DUFF
LOREN KIEVE
BRUCE G MERRITT
JONATHAN R BELL
ALAN H PALEY
ROBERT J CUBITTO
ERIC D ROITER
ROBERT N SHWARTZ
ROBERT J STAFFARONI
DARIUS TENCZA
JOHN M ALLEN, JR
FRANCI J BLASSBERG
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STEVEN KLUGMAN
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PETER L BOROWITZ
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DEBORAH F STILES
ANDREW N BERG

MARCIA L MAC HARG
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ROBERT F QUAINANCE JR
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DANIEL M ABUHOFF
BRUCE P KELLER
JOHN S KIERNAN
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BURT ROSEN
CHRISTOPHER SMEALL
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MICHAEL W BLAIR
JEFFREY P CUNARD
JOHN T CURRY III
SETH L ROSEN
EDWIN G SCHALLERT
LAWRENCE K CAGNEY
JOSEPH P MOODHE

ELI WHITNEY DEBEVOISE
1899 1990

FRANCIS T P PLIMPTON
1900 1983

STANLEY R RESOR
JOSEPH BARBASH
HAROLD H HEALY, JR
JAMES B WELLES JR
OF COUNSEL

*NOT ADMITTED IN NEW YORK

1-009A014

January 8, 1991

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

17026-F
JAN 9 1991 4:45 PM 17026-F

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Reference is made to the Equipment Lease Agreement (BN 1990-B), dated as of September 14, 1990, filed with the Interstate Commerce Commission on September 27, 1990 at 12:05 p.m. and assigned Recordation Number 17026. Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303 are two originals and three copies of Amendment No. 1 to Equipment Lease Agreement (BN 1990-B), dated as of December 26, 1990 (the "Amendment").

The names and addresses of the parties to the enclosed document are as follows:

Lessor: Wilmington Trust Company, as
Owner Trustee
Rodney Square North
Wilmington, Delaware 19890

Lessee: Burlington Northern Railroad
Company
777 Main Street
Fort Worth, Texas 76102

MOTOR OPERATING UNIT
JAN 9 2 39 PM '91

Handwritten signature: Carolyn [unclear]

Sidney L. Strickland, Jr.

-2-

January 8, 1991

Also enclosed is a check in the amount of \$15 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return stamped copies of the enclosed document to the undersigned.

A short summary of the enclosed document to appear in the Commission's Index is:

Amendment No. 1 to Equipment Lease Agreement (BN 1990-B), dated December 26, 1990, between Wilmington Trust Company, as Owner Trustee, Lessor, and Burlington Northern Railroad Company, Lessee.

Very truly yours,



Jonathan D. Bokor

Enclosures

10355625

Interstate Commerce Commission
Washington, D.C. 20423

1/9/91

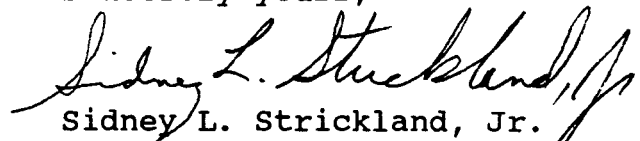
OFFICE OF THE SECRETARY

Jonathan D. Bokor
Debevoise & Plimpton
875 Third Avenue
New York, N.Y. 10022

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/9/91 at 2:45pm, and assigned recordation number(s). 17026

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17026-F
RECORDATION NO. _____

JAN 9 1991 2:45 PM

INTERSTATE COMMERCE COMMISSION

AMENDMENT NO. 1 TO
EQUIPMENT LEASE AGREEMENT
(BN 1990-B)

Dated December 26, 1990

Between

WILMINGTON TRUST COMPANY,
not in its individual capacity,
but solely as Owner Trustee,
Lessor

and

BURLINGTON NORTHERN RAILROAD COMPANY,
Lessee

Covered Hoppers

CERTAIN OF THE RIGHT, TITLE AND INTEREST OF LESSOR IN AND TO THIS AMENDMENT, THE LEASE, THE EQUIPMENT COVERED THEREBY AND THE RENT DUE AND TO BECOME DUE THEREUNDER HAVE BEEN ASSIGNED AS COLLATERAL SECURITY TO, AND ARE SUBJECT TO A SECURITY INTEREST IN FAVOR OF, THE CONNECTICUT NATIONAL BANK, NOT IN ITS INDIVIDUAL CAPACITY BUT SOLELY AS INDENTURE TRUSTEE UNDER A TRUST INDENTURE AND SECURITY AGREEMENT (BN 1990-B), DATED AS OF SEPTEMBER 14, 1990 BETWEEN SAID INDENTURE TRUSTEE, AS SECURED PARTY, AND LESSOR, AS DEBTOR. INFORMATION CONCERNING SUCH SECURITY INTEREST MAY BE OBTAINED FROM THE INDENTURE TRUSTEE AT ITS ADDRESS SET FORTH IN SECTION 20 OF THE LEASE. THIS AMENDMENT HAS BEEN EXECUTED IN SEVERAL COUNTERPARTS, ONLY THAT COUNTERPART TO BE DEEMED THE ORIGINAL COUNTERPART FOR CHATTEL PAPER PURPOSES CONTAINS THE RECEIPT THEREFOR EXECUTED BY THE CONNECTICUT NATIONAL BANK, AS INDENTURE TRUSTEE, ON THE SIGNATURE PAGES THEREOF. SEE SECTION 26.2 OF THE LEASE FOR INFORMATION CONCERNING THE RIGHTS OF THE ORIGINAL HOLDER AND THE HOLDERS OF THE VARIOUS COUNTERPARTS HEREOF.

Filed with the Interstate Commerce Commission pursuant to 49 U.S.C. § 11303 on _____, 1990 at ____:____ P.M. Recordation Number _____, and deposited in the Office of the Registrar General of Canada pursuant to Section 90 of the Railway Act of Canada on _____, 1990, at ____:____.M.

C

AMENDMENT NO. 1 TO EQUIPMENT LEASE AGREEMENT (BN 1990-B)

This AMENDMENT No. 1 TO EQUIPMENT LEASE AGREEMENT (BN 1990-B), dated December 26, 1990 (this "Amendment"), between WILMINGTON TRUST COMPANY, a Delaware banking corporation, not in its individual capacity but solely as Owner Trustee (as such term and such other capitalized terms used herein without definition are defined in the Lease referred to below) ("Lessor"), and BURLINGTON NORTHERN RAILROAD COMPANY, a Delaware corporation ("Lessee");

W I T N E S S E T H:

WHEREAS, Lessor and Lessee have heretofore entered into Equipment Lease Agreement (BN 1990-B), dated as of September 14, 1990 (the "Lease");

WHEREAS, the parties hereto desire to amend the Lease as indicated below to insert words inadvertently omitted therefrom;

WHEREAS, Section 9.05(b)(4) of the Indenture permits Lessor and Lessee, without the consent of the holders of the Equipment Notes, to modify and amend the Lease to correct or supplement any provision thereof which may be defective or inconsistent provided such action does not adversely affect the interests of the holders of the Equipment Notes; and

WHEREAS, this Amendment will not adversely affect the interests of the holders of the Equipment Notes;

NOW, THEREFORE, in consideration of the premises and mutual agreements set forth herein, the parties agree as follows:

1. Section 10.1 of the Lease is hereby amended by inserting, immediately after the word "either" and immediately preceding the parenthetical phrase "(the "Terminated Units")" in the first sentence of the section, the following words:

(i) all of the Units or (ii) not less than 25% of the Units and not more

than 75% of the Units randomly selected on a blind basis

2. By its acknowledgment and consent indicated below, the Owner Participant authorizes and directs the Owner Trustee to execute and deliver this Agreement.

3. This Amendment is being delivered in the State of New York and shall be governed by and construed in accordance with the internal laws and decisions (as opposed to conflicts of law provisions) of the State of New York; provided, however, that the parties shall be entitled to all rights conferred by any applicable Federal statute, rule or regulation.

4. This Amendment may be executed in any number of counterparts, each executed counterpart constituting an original and in each case such counterparts shall constitute but one and the same instrument; provided, however, that to the extent that this Amendment constitutes chattel paper (as such term is defined in the Uniform Commercial Code) no security interest in this Amendment may be created through the transfer or possession of any counterpart hereof other than the counterpart bearing the receipt therefor executed by the Indenture Trustee on the signature page hereof, which counterpart shall constitute the only "original" hereof for purposes of the Uniform Commercial Code.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed by their duly authorized officers or agents as of the day and year first above written.

LESSOR:

WILMINGTON TRUST COMPANY,
not in its individual
capacity, but solely as
Owner Trustee

By: *rdanielz*

Name:

Title: *President*

LESSEE:

BURLINGTON NORTHERN RAILROAD
COMPANY

By: _____

Name: Robert F. McKenney

Title: Vice President
and Treasurer

STATE OF Delaware)
COUNTY OF New Castle) SS:

On this 26th day of December, 1990, before me personally appeared Carolyn C. Daniels, to me personally known, who being duly sworn, says that she is a Financial Services Officer of WILMINGTON TRUST COMPANY, that said instrument was signed on December 26, 1990 on behalf of said Delaware banking corporation by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Patricia A. Wallace
Notary Public

[NOTARIAL SEAL]

My Commission Expires:

April 20, 1991

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed by their duly authorized officers or agents as of the day and year first above written.


LESSOR:

WILMINGTON TRUST COMPANY,
not in its individual
capacity, but solely as
Owner Trustee

By: _____
Name:
Title:

LESSEE:

BURLINGTON NORTHERN RAILROAD
COMPANY

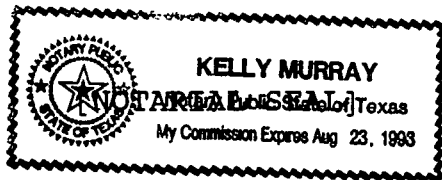
By: 
Name: Robert F. McKenney
Title: Vice President
and Treasurer

STATE OF TEXAS

COUNTY OF Tarrant

)
) ss:
)

On this 26th day of December, 1990, before me personally appeared Robert F. McKenney, to me personally known, who being duly sworn, says that he is a Vice President and Treasurer of BURLINGTON NORTHERN RAILROAD COMPANY, that said instrument was signed on December 26, 1990 on behalf of said Delaware corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Kelly Murray
Notary Public

My Commission Expires:

August 23, 1993

Acknowledged and Consented to:

UNIONBANC LEASING CORPORATION

By: 

Name: Takeshi Katsurai

Title: Senior Vice President

THE CONNECTICUT NATIONAL BANK


By: _____

Name:

Title:

COMMONWEALTH OF MASSACHUSETTS)
) ss:
COUNTY OF SUFFOLK)

On this 26th day of December, 1990, before me personally appeared Takeshi Katsurai, to me personally known, who being duly sworn, says that he/she is a Senior Vice President of UNIONBANC LEASING CORPORATION, that said instrument was signed on December 26, 1990 on behalf of said California corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

[NOTARIAL SEAL]

My Commission Expires:

July 24, 1992

Acknowledged and Consented to:

UNIONBANC LEASING CORPORATION

By: _____

Name:

Title:

THE CONNECTICUT NATIONAL BANK

By: Valerie Senew

Name: Valerie Senew

Title: Trust Officer

STATE OF)
COUNTY OF) ss:

On this 26TH day of December, 1990, before me personally appeared Valerie Senew, to me personally known, who being duly sworn, says that she is a Corporate Trust Officer of THE CONNECTICUT NATIONAL BANK, that said instrument was signed on December 26, 1990 on behalf of said national banking association by authority of its Board of Directors, and she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

[NOTARIAL SEAL]

My Commission Expires:

DAWN PICCOLI HEINTZ
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1992